

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

March 9, 2026

A Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority convened at 12:15 p.m. on the above date at the Institute for Advanced Learning and Research, 150 Slayton Avenue, Room 206, Danville, Virginia. Present were City of Danville Members Vice Chairman Sherman M. Saunders, J. Lee Vogler, Jr., and Alternate Dr. Gary P. Miller. Pittsylvania County Members present were Chairman William V. Ingram, Robert Tucker and Alternate Darrell Dalton.

City/County staff members attending were: City Manager Ken Larking, County Administrator Vincent Shorter, Authority Treasurer Michael Adkins, Pittsylvania County Director of Finance Kim Van Der Hyde, City of Danville Accountants Jaime Pritchett and Zachary Lovelace, City of Danville Director of Public Works Rick Drazenovich, City of Danville Director of Economic Development Corrie Bobe, Assistant Director of Economic Development Kelvin Perry, Pittsylvania County Director of Economic Development Matt Rowe, Project Manager Kattie Saunders, Legal Counsel to the Authority Michael Guanzon, and Secretary to the Authority Susan DeMasi. Also present were Linda Green, Pittsylvania County Supervisors Ken Bowman, Murray Whittle, and Justin Brown, Shawn Harden and Joseph Snead from Dewberry, Charles Wilborn from the Danville Register & Bee, and Hailey Fox, Auditor from Brown, Edwards.

Chairman William V. Ingram presided.

PUBLIC COMMENT PERIOD

No one desired to be heard.

APPROVAL OF MINUTES OF THE FEBRUARY 9, 2026, REGULAR MEETING

Upon **Motion** by Mr. Saunders and **second** by Mr. Vogler, Minutes from the February 9, 2026, Regular Meeting were approved as presented. Draft copies had been distributed to Authority Members prior to the Meeting.

NEW BUSINESS

5A. CONSIDERATION OF RESOLUTION 2026-03-09-5A AUTHORIZING AN AMENDMENT TO THE EASEMENT OPTION AGREEMENT WITH TUPELO STORAGE

Pittsylvania County Director of Economic Development Matt Rowe explained this was a modified easement agreement for Tupelo Storage, relocating the easement within the property so that it does not have any negative impacts on potential active inquiries at the Megasite; it also increases the value of the easement. This has been worked through with the Dewberry team, it was on the periphery of the property and meets Tupelo's need while at the same time working for RIFA. City of Danville Director of Economic Development Corrie Bobe explained they have until December 31, 2027 in order to act upon this easement.

Mr. Saunders **moved** for adoption of *Resolution 2026-03-09-A*, a Resolution authorizing the negotiation, execution and delivery of an Amendment to Easement Option Agreement with Tupelo Storage, LLC, a North Carolina Limited Liability Company, in order to relocate the designated areas of the potential Transmission-Line and Temporary Construction Easements on certain portions of real property (GPINS 1356-75-0037 and 1367-30-1931) located in the

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Authority's Southern Virginia Megasite at Berry Hill, located in Pittsylvania County, Virginia, in connection with Resolution No. 2025-09-08-C, provided that the form of such Amendment shall be subject to the approval by Legal Counsel to the Authority as to legal form.

The Motion was **seconded** by Mr. Tucker and carried by the following vote:

VOTE: 4-0
AYE: Ingram, Tucker, Saunders, Vogler (4)
NAY: None (0)

5B. FISCAL YEAR 2025 AUDIT REPORT

Authority Treasurer Michael Adkins introduced Hailey Fox from Brown, Edwards who provided a summary of the Audit Results.

Ms. Fox reviewed the audit reports and thanked the finance team for their help. The first document was the Financial Report showing that RIFA had another clean audit opinion for FY 2025, which was the highest level opinion available. Ms. Fox reviewed the Statement of Net Position which was RIFA's balance sheet, comparing this year to the prior year, it was pretty consistent across the board, line item by line item. There were a few key changes; cash did increase to about \$4.2M from the prior fiscal year, most of this was an increase with Due Diligence payments RIFA received with Project Orange. The Due from Other Government line did increase about \$2M from the prior fiscal year; this was where RIFA had collected grant money from the Tobacco Commission and reimbursed money for the Berry Hill Project. Under Liabilities, Accounts Payable did decrease about \$2.3M; this was mostly related to incentives to different companies. Also, under Liabilities, there was an increase in loans; this was the issuance of almost \$1.9M through the Small Business Plan. On the Statement of Revenue and Expenses and Changes in Fund Net Position, which was essentially RIFA's income statement, fluctuations from year to year were expected; there was a decrease in Tobacco Commission grant revenue with a decrease in receivables. RIFA received the money in a prior fiscal year, and there was no ongoing money to receive from the Tobacco Commission. The Economic Development Incentives from the City and County did increase from the prior fiscal year and this fluctuates each year. Other Income increased from the prior year and that was from the due diligence payments. The increase in operating expenses were mostly related to the Cane Creek project with those incentives being earned by companies.

Ms. Fox noted the Statement of Cash Flow showed how cash fluctuated between operating, investing and financing activities. Along with the Financial Report, there were two audit letters; one was Required Communications with those Charged with Governance. It discusses management's responsibility for the audit as well as the auditor's responsibilities. They also have to describe any difficulties throughout the audit; there were none for this audit, or any audit adjustments.

Ms. Fox noted the second letter was Comments on Internal Controls. Every year they look at RIFA's internal controls to make sure they have policies in place that were implemented and carried forward. The auditors have a comment every year regarding segregation of duties; it was not a new comment but due to lack of staffing there was some overlapping in controls; RIFA does have compensating controls in place. Ms. Fox noted there were no new comments in this audit and no significant deficiencies or material weaknesses.

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Mr. Tucker **moved** to accept the Audit Report as presented. The Motion was **seconded** by Mr. Vogler and carried by the following vote:

VOTE: 3-1-0
AYE: Ingram, Tucker, Vogler (3)
ABSENT: Saunders (1)
NAY: None (0)

5C. FINANCIAL STATUS REPORT AS OF FEBRUARY 28, 2026

Authority Treasurer Michael Adkins gave the Financial Status report as of February 28, 2026, beginning with General Expenditures for the current fiscal year with routine costs for the month including meals paid to the Institute of \$515.00, the monthly utility bill of \$95.80 and the recurring maintenance payment to Sellars Brothers of \$5,950. There was a payment to Troutman Pepper Locke of \$490 for a letter related to the Audit and \$160 of bank charges for January and February; those will be refunded. Funding Other than Bonds for the Megasite had three expenditures in February, one was an invoice for WSP for their work at the cemetery relocation of \$61,943, the interest on the loan for the Hairston property purchase of \$7,989, and a check to Dewberry Engineers for \$34,842 for work completed under Amendment #39 and Amendment #42. Amendment #39 related to the ALTA survey and #42 was for subdivision plat work, the species survey and the vegetative buffer relocation. There was no activity for Lot 4, Lots 1 and 2, Water and Sewer at Berry Hill and the Cyber Park, for the month of February. Under Rent, Interest and Other Income, RIFA received \$23,342 from the Institute related to the Hawkins' Building, and the cell tower lease payment from Crown Castle for \$7,000 for the cell tower located on the Hairston property. For Miscellaneous Income, RIFA received \$50,000 from Strata Solar, for their option fee. RIFA received Brownfield grants disbursement from VEDP for \$500,000, related to the cemetery relocation. RIFA paid \$4.5M to have the 69kv line relocated at the park; that was paid to AEP. They completed the work, did not need entire amount and refunded to RIFA \$684,845; that was received in January. Morgan Olsen related land was sold at Cane Creek Centre; the proceeds from that sale were received at the end of the month, that was \$757,250. In addition, RIFA received \$2,000 for right of first refusal purchase also related to the Cane Creek site. Under expenditures, RIFA paid Dewberry \$6,825 for continued work on the refresh of the strategic plan, paid the Institute \$23,342 related to the Hawkins' Building, and two incentives from the localities to RIFA and then to Tyson Foods. One was for the COF grant for \$707,000 and the other related to property tax rebates; that came through the localities to RIFA and then to Tyson, that was \$743,245.

Mr. Vogler **moved** to accept the Financial Report as presented. The Motion was **seconded** by Mr. Tucker and carried by the following vote:

VOTE: 3-1-0
AYE: Ingram, Tucker, Vogler (3)
ABSENT: Saunders (1)
NAY: None (0)

6. CLOSED SESSION

At 12:30 p.m. Mr. Saunders **moved** that the Meeting of the Danville-Pittsylvania Regional

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Industrial Facility Authority be recessed in a Closed Meeting for the following purposes:

[During the closed session, all matters discussed shall involve receiving advice from legal counsel, and as such all communications during the closed session shall be considered attorney-client privileged.]

- A. As permitted by Section 2.2-3711(A)(5) of the Code of Virginia, 1950, as amended (“Virginia Code”), for discussion concerning one or more prospective businesses where no previous announcement has been made of that business’s interest in locating its facilities in one or more of the Authority’s projects, located in Pittsylvania County, Virginia, and/or Danville, Virginia; and
- B. As permitted by Virginia Code § 2.2-3711(A)(39) for discussion or consideration of records excluded under Virginia Code § 2.2-3705.6(3) (including without limitation (i) those certain confidential proprietary records voluntarily provided by private business pursuant to a promise of confidentiality from the Authority, and used by the Authority for business and trade development and (ii) those certain memoranda, working papers, or other information related to businesses that are considering locating or expanding in Virginia, prepared by the Authority, where competition or bargaining is involved and where disclosure of such information would adversely affect the financial interest of the Authority); such information being excluded from mandatory disclosure under Virginia Code § 2.2-3705.1(12) (information relating to the negotiation and award of a specific contract pertaining to the Authority’s Southern Virginia Megasite at Berry Hill project, Cyber Park project and/or Cane Creek Centre project, where competition or bargaining is involved and where the release of such information would adversely affect the bargaining power or negotiating strategy of the Authority) and Virginia Code § 2.2- 3705.1(8) (appraisals and cost estimates of real property in one or more of the Authority’s projects subject to a proposed purchase, sale, or lease, prior to the completion of such purchase, sale, or lease); and
- C. As permitted by Virginia Code § 2.2-3711(A)(3) for discussion or consideration of the acquisition and/or the disposition of publicly held real property, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the Authority; and
- D. As permitted by Virginia Code § 2.2-3711(A)(8) for consultation with legal counsel employed or retained by a public body regarding specific legal matters requiring the provision of legal advice by such counsel; and
- E. As permitted by Virginia Code § 2.2-3711(A)(29) for discussion of the award of a public contract involving the expenditures of public funds where discussion in an open session would adversely affect the bargaining position or negotiating strategy of the Authority.

The Motion was **seconded** by Mr. Vogler and carried by the following vote:

VOTE: 4-0
AYE: Ingram, Tucker, Saunders, Vogler (4)
NAY: None (0)

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7. RETURN TO OPEN SESSION

On **Motion** by Mr. Vogler and **second** by Mr. Tucker and by unanimous vote at 1:39 p.m., the Authority returned to open meeting.

Mr. Vogler **moved** for adoption of the following Resolution:

That the Authority certify that, to the best of each Member's knowledge:

(i) only public business matters lawfully exempted from the open meeting requirements of Virginia Law were discussed in the Closed Meeting to which this Certification Resolution applies, and

(ii) only such public business matters as were identified in the Motion convening the Closed Meeting were heard, discussed, or considered by the Authority.

The Motion was **seconded** by Mr. Tucker and carried by the following vote:

VOTE: 4-0
AYE: Ingram, Tucker, Saunders, Vogler (4)
NAY: None (0)

7. RETURN TO NEW BUSINESS

7C CONSIDERATION OF RESOLUTION 2026-03-09-7C AUTHORIZING THE SALE OF PROPERTY AT THE MEGASITE

Mr. Guanzon noted on the table was the paper resolution of Item 7C, along with the exhibit to that resolution; copies of the resolution and exhibit were distributed to the Board, staff and guests.

Mr. Saunders **moved** for adoption of Resolution 2026-03-09-C, *a Resolution authorizing the sale of a portion of Park Tract HK and the option of Lots AB, CDE, FG, J and 10 and Lots known as "The Harrison Place" & "Oak Hill" in the Authority's Southern Virginia Megasite at Berry Hill, located in Pittsylvania County, Virginia.*

The Motion was **seconded** by Mr. Vogler and carried by the following vote:

VOTE: 4-0
AYE: Ingram, Tucker, Saunders, Vogler (4)
NAY: None (0)

8. COMMUNICATIONS

Staff and Board members wished Mr. Guanzon a happy birthday, and board members noted it was a great meeting, and thanked all the staff for all their hard work.

Meeting adjourned at 1:31 p.m.

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APPROVED:

s/ William V. Ingram
Chairman

s/ Susan M. DeMasi
Secretary to the Authority